

reply comments shall not exceed twenty double-spaced
typed pages.

FEDERAL COMMUNICATIONS COMMISSION

William F. Caton
Acting Secretary

APPENDIX A

Initial Regulatory Flexibility Analysis

As required by Section 603 of the Regulatory Flexibility Act, 5 U.S.C. § 603, the Commission has prepared an Initial Regulatory Flexibility Analysis (IRFA) of the expected impact of the proposed rule change on small entities. Written public comments are requested on the IRFA.

Reason for Action

This Second Notice of Proposed Rulemaking and Tentative Decision is initiated to obtain comment regarding the appropriate action the Commission should take in response to the Court's remand of the Commission's decision in the Broadband PCS Order regarding Section 22.903 of the Rules, and the tentative decision to eliminate the Rule.

Objective

The Commission seeks to review and perhaps eliminate Section 22.903 (in whole or in part) in light of the Court's decision and other factors, including changed market conditions. The Commission has tentatively decided that elimination of Section 22.903

will benefit consumers, promote competition, and provide regulatory symmetry.

Legal Basis

The proposed action is authorized under the Omnibus Budget Reconciliation Act of 1993, Public L. No. 103-66, Title VI § 6002(b), and Sections 3(n), _____, _____, 332 and _____ of the Communications Act of 1934, as amended, 47 U.S.C. §§ _____.

Reporting, Recordkeeping and Other Compliance Requirements

The proposed rule change would make applicable to BOCs which provide cellular service certain existing reporting, recordkeeping and other compliance requirements.

Federal Rules Which Overlap, Duplicate or Conflict with the Proposed Rule Change

None.

Description, Potential Impact and Number of Small Entities Affected

None. However, after evaluating the comments in this proceeding, the Commission will further examine the impact of the proposed rule change on small entities and

set forth our findings in the Final Regulatory
Flexibility Analysis.

EXHIBIT 3 -- Forum Attendees



CTIA

Cellular
Telecommunications
Industry Association
1313 21st Street, NW
Third Floor
Washington, DC 20036
202-785-0081 Telephone
202-785-0721 Fax

THE INTEGRATION OF NEW SPECTRUM INTO THE WIRELESS WORLD
October 28 - 29, 1993
Doubletree Hotel at Park West
Dallas, Texas

Building The
Wireless Future

AGENDA

Thursday, October 28

9:00 - 9:15	Opening Remarks
9:15 - 10:15	Nokia
10:30 - 12:00	Hughes
12:00 - 1:30	Lunch in the Hunter's Lounge
1:30 - 3:00	Qualcomm
3:00 - 4:30	Northern Telecom
4:45 - 6:15	ALCATEL

Friday, October 29

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EXHIBIT 4 -- Customer Brochures

Sprint Spectrum Brochures

Sprint Spectrum™

Features and Benefits



Call today for more information:

1-800-311-4220

Sprint Spectrum™

provided by:

American Personal Communications

A Sprint Telecommunications Venture affiliate

Bethesda, MD

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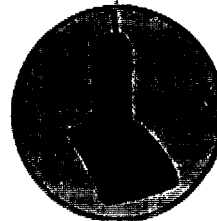
Sprint SpectrumSM

The Future is Here.

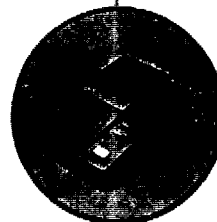
The new Sprint Spectrum system puts the full spectrum of personal communication in the palm of your hand; with an unprecedented range of features and services.

From crystal clear voice quality . . . to convenient text messaging and voicemail . . . to call privacy . . . and so much more.

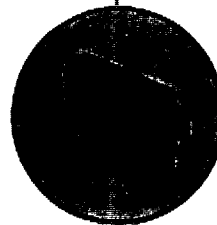
The Sprint Spectrum system will help you manage your life a little better. While you are in the Sprint Spectrum service area, you can make calls to — and receive calls from — anywhere in the world. You can also receive voice, text and numeric messages at any time . . . so that you can stay in touch — even when your handset is turned off.



Phone



Answering Machine



Pager

Your All-in-One Personal Communication System

Sprint Spectrum gives you a personal phone, answering machine and pager that fits in the palm of your hand and offers the features you need:

- ▶ 100% Digital state-of-the-art network
- ▶ Answering machine and pager
- ▶ Exceptional voice quality
- ▶ Call privacy and security
- ▶ Caller ID
- ▶ Voicemail
- ▶ Text Messaging
- ▶ Call Waiting
- ▶ Call Forwarding
- ▶ Call Barring
- ▶ Information Service
- ▶ Free 911 Access

Features and Benefits

100% Digital Wireless Network

The next generation of wireless communications.

Sprint Spectrum is the first Personal Communication System in the United States. Because the network is 100%-digital, it gives you the highest quality, most reliable service available today for your communications needs. Digital technology is the reason Sprint Spectrum can offer you so many new features on a wireless communications system. And more great services are on the way.

Answering Machine and Pager

Stay in touch. Your handset is a personal phone with a built-in answering machine and pager. You can stay in touch even if you can't answer your phone, or it's busy or turned off. The Sprint Spectrum Answering Machine automatically answers those calls, takes messages for you and saves them until you have time to listen to them. What's more, it gives callers the option of sending you a numeric page (a phone number to call, displayed on your handset screen) instead of leaving a voice message.

The Answering Machine and Pager feature is included free of charge with every Sprint Spectrum service subscription.

Exceptional Voice Quality & Clarity

A new standard for wireless communications. Tired of poor call quality on today's cellular phones? Sprint Spectrum gives you the answer.

- ▶ Crisp, clear communications
- ▶ Virtually static-free conversations
- ▶ No "cross-talk"
- ▶ Better in-building coverage

Call Privacy and Security

Say good-bye to eavesdropping. Sprint Spectrum is the only wireless system that brings you totally private, portable communications for the peace of mind you want on every call. Now you can be sure that no one is listening in to your conversation.

Sprint Spectrum uses its unique digital technology to prevent eavesdropping and fraud by:

- ▶ Encrypting your calls — to prevent "listening in" by outsiders
- ▶ Authenticating callers during call set-ups — to prevent unregistered use of your phone number

These powerful capabilities give you complete call privacy and security, something that no other wireless communications technology can offer you today.



Features and Benefits

Caller ID

Know who's calling before you pick up. Caller ID allows you to see the number of the person who's calling you before you answer. You can decide whether or not to answer the call. Calls you do not answer will go to your Answering Machine.

To see the phone number on your handset's display screen, the call must originate from a caller within the Sprint Spectrum network or from a phone in the local calling area.

Caller ID is included free of charge with your Sprint Spectrum Service.

Voicemail

Enhanced voice messaging capabilities. Sprint Spectrum Voicemail is for everyone who needs more than basic Answering Machine service. With Voicemail, you get all the messaging features of the built-in Answering Machine, but with enhanced capacity. Plus, you'll benefit from "mailbox to mailbox" messaging, which lets you create and forward messages directly to other Sprint Spectrum subscribers. You can send messages to mailing lists that you create. And you can defer your messages for future delivery. Together, these features add up to real messaging power.

Sprint Spectrum Voicemail is available to subscribers for a low monthly fee.



Text Messaging

Ensure message delivery. With Text Messaging, you'll always get information that you need, even if you don't want to be disturbed. Callers can contact the Sprint Spectrum Message Center and leave detailed messages of up to 160 characters to be sent to your handset 24 hours a day. You will receive the messages even if your handset is turned off or you have a call in progress.

Text messaging software for your personal computer is also available. The software lets you write and send messages directly from your computer to other Sprint Spectrum subscribers.

A low monthly fee is charged for Text Messaging.

Call Waiting

For the important calls you can't afford to miss. Call Waiting makes sure that your critical calls get through. When you're on a call, you'll know when another call is waiting for you. Plus, you can make another call from your handset while you keep the first call on hold. It's like having a second line.

Call Waiting is included free of charge in some pricing plans. For others, a low monthly fee is charged. Standard airtime rates are also charged.

Call Forwarding

Send your calls where you want them. Want your calls diverted to another number? Try Call Forwarding. When you're away from your handset, or don't want to be disturbed, Call Forwarding lets you automatically send all incoming calls to a number you specify.

A low monthly fee is charged for Call Forwarding. Standard airtime rates apply.

Features and Benefits

Call Barring

Control cost. Call Barring allows you to specify the types of calls you want to be made from (or sent to) your handset. Call Barring gives you greater control of your personal phone use and helps you avoid unwanted costs. Call Barring can be turned on or off at any time.

A low monthly fee is charged for Call Barring.

Information Services

Dial up the information you need. Sprint Spectrum Information Services give you up-to-date information about a variety of subjects. It's easy — all you have to do is dial *INFO and pick the topic that interests you from the menu provided:

- ▶ Weather
- ▶ News
- ▶ Sports
- ▶ Financial News
- ▶ Traffic
- ▶ Horoscopes
- ▶ Lottery Numbers

A special airtime rate is charged for calls made to Sprint Spectrum Information Services.

Free 911 Access

Security and peace of mind. In times of emergency you want simple, direct access to help. With Sprint Spectrum, you dial 911, just like on any other phone. There is no charge for 911 calls.

Making Your Life A Little Easier

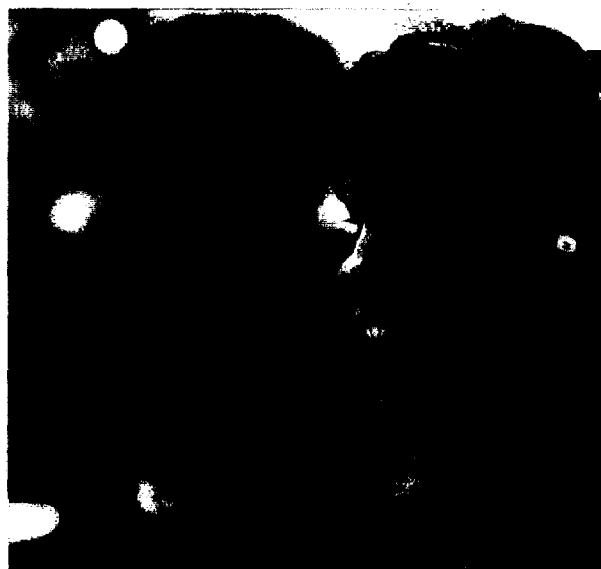
No Long-Term Service Contracts Required

No strings attached. Because Sprint Spectrum is so easy to activate, and because you shouldn't have to be "locked in" to a service you want, you don't need to sign a long-term service contract. Sprint Spectrum Service is here for as long as you want to use it. If for any reason you are not completely satisfied or wish to terminate service, just call Customer Care.

Hassle-Free Activation and Service

Anywhere, Anytime — Over-the-air activation. Sprint Spectrum is very easy to activate! One phone call to Customer Care is all it takes. Within minutes, Customer Care can turn on your service for the first time, add features, and build your account profile — completely over-the-air. There's nothing else like it in the industry.

This unique "over-the-air activation" is possible because all of your account information is stored on a "Smart Card" microchip in your handset. A Customer Care Representative can update information to the Smart Card instantly whenever you need.



Features and Benefits

Personalized Features and Services

Customized to You. With so many features and services available, Sprint Spectrum gives you all the options you need to tailor a personal communications system that is right for you. A Customer Care representative will work with you to assess the options and match them to your individual requirements.

Customer Care

Available 24-hours a day, 7 days a week. The Sprint Spectrum Customer Care Center is staffed round-the-clock, every day. Friendly Customer Care representatives are available to handle all of your needs — from answering questions to checking your account status to arranging service changes. So you can make a change in your service at any time.



Technology Made Simple

Sprint Spectrum is technology at its best: Easy to use. Easy to learn. Simple in design. Convenient to your personal lifestyle. Sprint Spectrum has all the elements to help you manage your personal and business life.

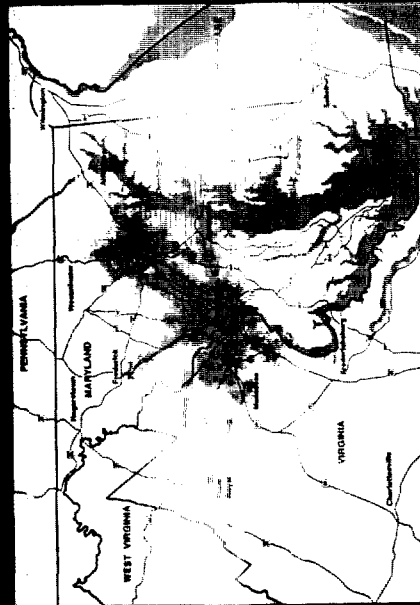
**For more information about Sprint Spectrum, please call
1-800-311-4220**

NOW IT'S EASIER

There's never to be "out of touch" in the greater

Sprint Spectrum

Service Area Map



- High quality coverage available now
- ▨ Variable coverage available now
- Additional coverage available during 1996
- ▨ Striped areas indicate coverage over water

The Sprint Spectrum service area map is based on computer generated data. Coverage is subject to change without notice. While we strive to make maps as accurate as possible as of date of publication, the information provided is not a guarantee of service availability.

Call today for more information:

1-800-311-4220

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provided by:

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Bethesda, MD
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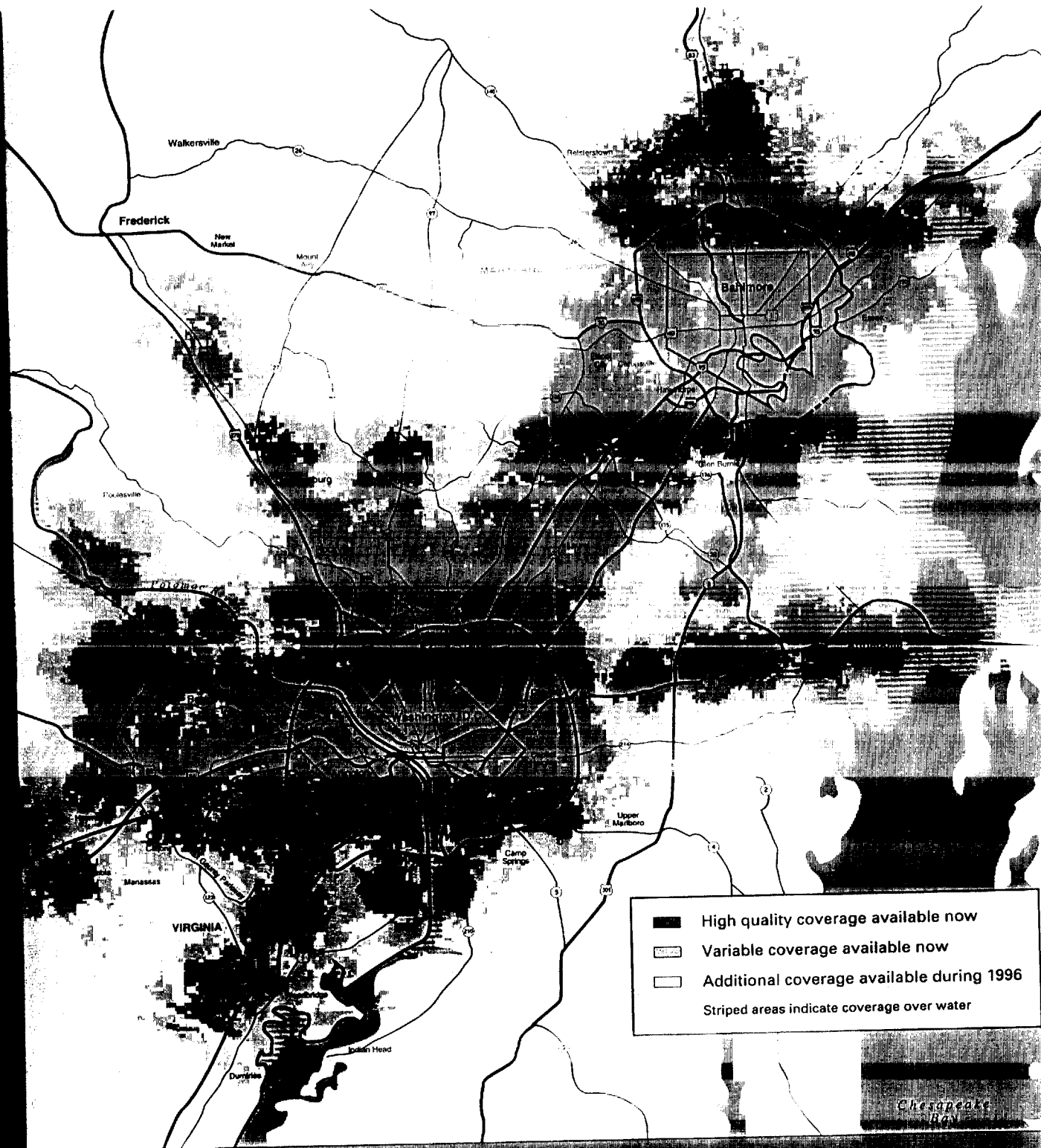
Sprint

Sprint Spectrum

The Sprint Spectrum network is currently available in 100% of the United States. Sprint Spectrum is available in 100% of the United States. Sprint Spectrum is available in 100% of the United States.

The map shows where you can use your Sprint Spectrum handset today as well as where service will soon be available. As long as you are within the service area, you can make calls to, and receive calls from, anywhere in the world.

The Sprint Spectrum network is currently available in 100% of the United States. Sprint Spectrum is available in 100% of the United States. Sprint Spectrum is available in 100% of the United States.



Sprint Spectrum Service Plans Include:

Free Airtime – All service plans have airtime included at no extra charge. So you can make calls when you want to without worry.

No Contract – Unlike cellular, Sprint Spectrum does not require that you sign a long-term contract.

Built-In Answering Machine – With your handset's built-in answering machine, you can stay in touch even if you can't answer your phone, or if it's busy or turned off. The answering machine automatically answers these calls, takes messages for you and saves them until you have time to listen to them.

Built-In Numeric Paging – Every handset includes built-in numeric paging at no extra charge. Callers can leave a phone number for you to call when you want to.

Built-In Caller ID – Every handset includes Caller ID at no extra charge. So you'll see the number of the person who is calling you before you answer. If you choose not to answer, the caller can leave you a message or a page.

Free Minute for Incoming Calls – The first minute of incoming calls is free – so you can give out your number and not worry about paying for calls you don't want to receive.

Great Rates on Sprint Long Distance – With Sprint Spectrum you get your choice of two great Sprint long-distance plans. Just tell Customer Care (when you sign up for service) whether you'd prefer Sprint Sense™, which gives you 22¢ per minute peak and 10¢ per minute off peak, or "flat rate" pricing of 15¢ per minute, anytime – day or night.

Choose Your Number – In order to make your number easy to remember, Customer Care will try to match the last four digits of your number to those of your choice when you call to activate (subject to availability).

Choose Your Billing Cycle – You select the time of the month you want to receive your bill, so it arrives when you want it to.

Detailed Billing – Each invoice you receive is easy to read and will give you full detail of all call activity for the month.

Handset Replacement Program – Handset replacement protection is included with all service plans, except Talk 15 and Talk 30 so you automatically protect your investment. Handset Replacement Program is available on Talk 15 and Talk 30 for \$4/month.

Customer Care Is Always There – Our friendly Customer Care Representatives are available 24 hours a day, seven days a week to help you. Call them to get answers to questions or change service plans. This call is always free – Dial 611 from your Sprint Spectrum handset or 1-800-311-4220 from any phone.

Call today for more information 1-800-311-4220

Sprint Spectrum

Pricing Guide



Call today for more information:

1-800-311-4220

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 **Sprint**

Select the Sprint Spectrum Service Plan That's Right for You

		TALK 15	TALK 30	TALK 120	TALK 300	TALK 600	TALK 1200
FREE AIRTIME MINUTES INCLUDED	Monthly Package Price	\$15	\$25	\$40	\$60	\$90	\$150
	Anytime	15 minutes	30 minutes	—	—	—	—
	Peak (7AM - 9PM WEEKDAYS)	—	—	60 minutes	150 minutes	300 minutes	600 minutes
EXTRA MINUTES	Off-Peak (ALL OTHER TIMES)	—	—	60 minutes	150 minutes	300 minutes	600 minutes
	Peak (7AM - 9PM WEEKDAYS)	31¢	31¢	29¢	27¢	26¢	25¢
FEATURES INCLUDED	Off-Peak (ALL OTHER TIMES)	31¢	10¢	10¢	10¢	10¢	10¢
	Answering Machine	Yes	Yes	Yes	Yes	Yes	Yes
	Numeric Paging	Yes	Yes	Yes	Yes	Yes	Yes
	Caller ID	Yes	Yes	Yes	Yes	Yes	Yes
	Call Waiting	Optional	Optional	Optional	Yes	Yes	Yes
	Handset Replacement Program	Optional	Optional	Yes	Yes	Yes	Yes

Whether you want Sprint Spectrum service to help manage your work or personal life, or as a safeguard for emergencies, you'll find that Sprint Spectrum does much more for you than today's cellular services for much less than cellular costs. Each service plan includes free airtime.

Talk 15 – The “Starter Package.” What a great way to get to know Sprint Spectrum. It's the way to take advantage of the benefits Sprint Spectrum has to offer at the lowest possible monthly charge. For only \$15 per month you're on the network. And, unlike cellular starter packages, this one includes a full 15 minutes of anytime airtime, so you can talk when you want to – day or night, weekdays or weekends. Additional minutes are 31¢ per minute, anytime, day or night. Talk 15 also includes a built-in answering machine, numeric paging and Caller ID, so you're always “in touch.”

Talk 30 – For only \$25 per month, you've got a plan that includes 30 minutes of anytime airtime, so you can talk when you want to – day or night, weekdays or weekends. Additional minutes are 31¢ per peak minute and only 10¢ per off peak minute. Talk 30 also includes a built-in answering machine, numeric paging and Caller ID.

Talk 120 – This plan includes 60 minutes of peak airtime plus 60 minutes of off-peak. Additional minutes are 29¢ peak and 10¢ off-peak. Talk 120 includes a built-in answering machine, numeric paging and Caller ID. Plus, you are automatically protected with a Handset Replacement Program at no extra cost.

Talk 300 – This plan includes 150 minutes of peak time and 150 minutes of off-peak. Additional minutes cost only 27¢ peak and 10¢ off-peak. Talk 300 includes a built-in answering machine and numeric paging, Caller ID and Call Waiting at no charge. Plus, you are automatically protected with a Handset Replacement Program at no extra cost.

Talk 600 – This is the perfect plan for frequent talkers. It includes 300 peak and 300 off-peak minutes, so it is easy to be in touch when you need to. Additional minutes are only 26¢ peak and 10¢ off-peak. Talk 600 includes a built-in answering machine and numeric paging, Caller ID and Call Waiting at no extra charge. Plus, you are automatically protected with a Handset Replacement Program at no extra cost.

Talk 1200 – This is the perfect choice for people who make and receive lots of calls. As the top-of-the-line plan, it includes a whopping 600 minutes of peak time and 600 minutes of off-peak. Should you need additional minutes, they are priced at our absolute lowest rate – only 25¢ peak and 10¢ off-peak. Talk 1200 includes a built-in answering machine, numeric paging, Caller ID and Call Waiting at no extra charge. Plus, you are automatically protected with a Handset Replacement Program at no extra cost.

Corporate Service Plans – Available for accounts with five or more subscribers. Call 1-800-311-4220 for more information.

All rates and policies are subject to change with reasonable advance notice.

SPRINT SPECTRUM ADDITIONAL SERVICES	
Directory Assistance with Call Completion (Dial 411)	50¢/call
On-Demand Information Services Traffic, News, Financial News, Sports, Weather, Horoscope, Lottery (Dial *INFO)	50¢/minute
Landline Connection Charge For completed local landline calls	10¢/call

Sprint Spectrum Optional Features: Call Customer Care to Activate

INFORMATION SERVICES	
Daily Handset Delivered Services Sports, Weather, Horoscope, Lottery	\$6/month
Twice Daily Handset Delivered Services Traffic, News, Financial News	\$12/month
Financial Portfolio Custom Stock Tracking Delivered Services (Call for Details)	\$25/month

FEATURES	
Voicemail	\$2/month
Call Waiting (Talk 15, Talk 30 and Talk 120)	\$2/month
Call Forwarding	\$2/month
Convenience Package Voicemail, Call Waiting, Call Forwarding	\$5/month
Call Barring	\$5/month
Handset Replacement Program (Talk 15 and Talk 30)	\$4/month
Text Messaging Includes 100 PC or handset-generated messages	\$10/month
Additional messages	10¢/message
Operator assisted messages	50¢/message

Cellular One Brochures

THE CELLULAR ONE ADVANTAGE

LARGE LOCAL COVERAGE AREA

Cellular One customers get a large local calling area at no extra cost. All calls placed from your Cellular One phone to and from any location within our coverage area are local. For example, a call from Martinsburg, WV to Ocean City, MD is local, with no additional long distance charges. With a large local calling area, Cellular One provides the best value in the Washington/Baltimore region.

CELLULAR ONE NETWORK

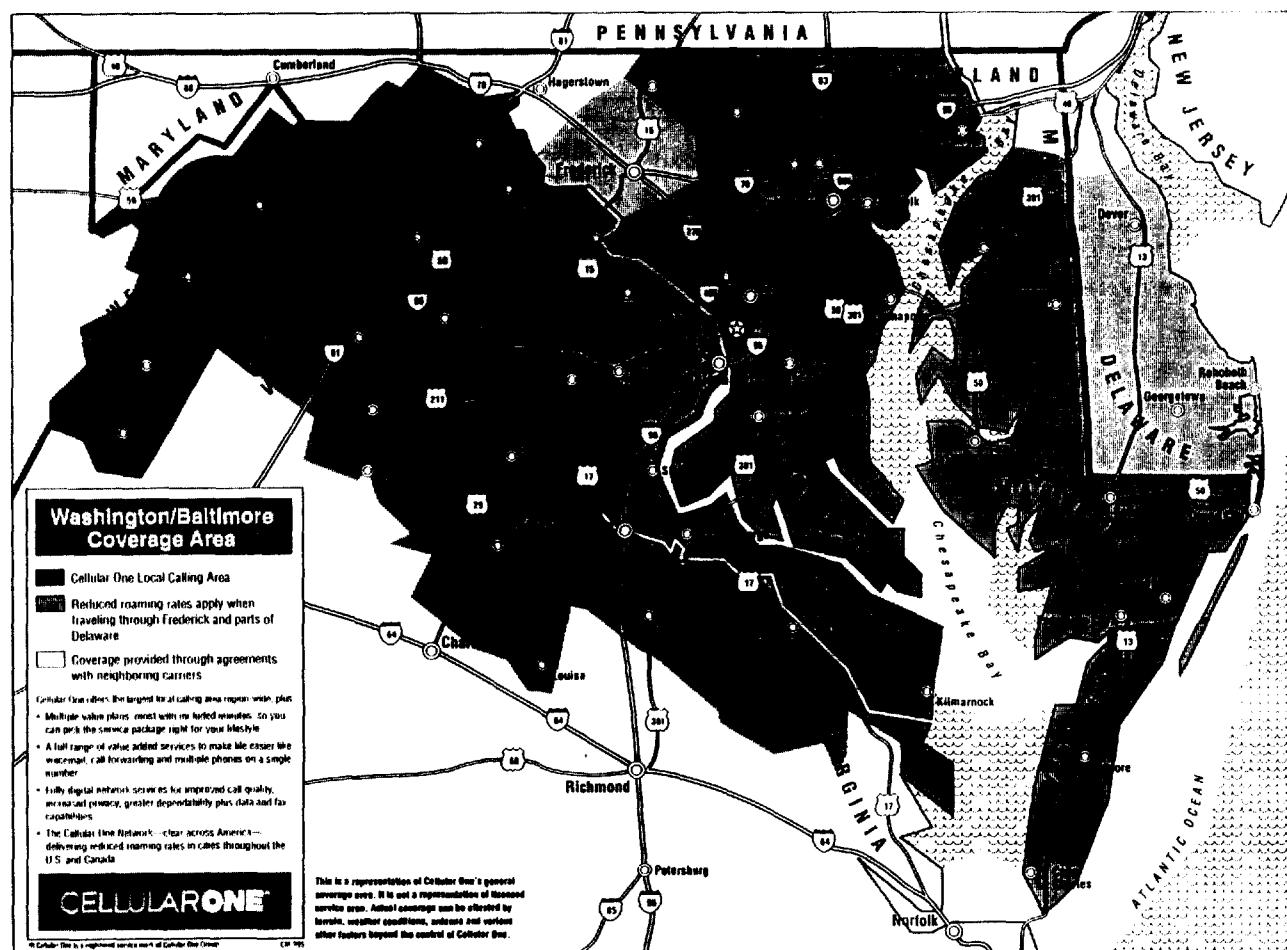
Cellular One gives you the convenience of a nationwide network. So, even when you are out of the local coverage area, important calls can reach you in thousands of cities. Because of our network, you are accessible almost anywhere, and reduced roaming rates may apply.

TOTALLY DIGITAL NETWORK

Cellular One is committed to providing the best cellular service possible. Today, you can take advantage of the Digital EdgeSM, our fully digital network. Throughout the Washington/Baltimore metropolitan areas, digital service provides you with clearer calls, faster access and increased privacy. Cellular One continues to bring you new products and features, making your cellular service more valuable.

CELLULAR ONE IS PEOPLE

Cellular One is more than advanced technology, it is dedicated people working to make your service the best possible. More than 300 conveniently located Dealer, Retail, and Customer Center locations provide you with personal attention when choosing rate plans, cellular equipment, and service. To find out more about Cellular One and our services, call 1-800-CELL-ONE (*611 from your Cellular One phone) Monday through Friday, 8:00 a.m. through 7:00 p.m. and Saturday, 8:30 a.m. through 6:00 p.m.



VALUE PLANS

CELLULARONE

Clearly Better

VALUE PLANS

PEACE OF MIND

The security of a cellular phone for emergency and casual use.

- Monthly Access Fee - Two year service contract (V12) **\$26.00**
- Mr. Rescue® Emergency Roadside Service **Included**
- 30 non-prime time minutes **Included**
- Prime time minutes **.39**
- Non-prime time minutes (after your included 30 minutes) **.19**
- One year option - Monthly Access Fee (V10) **\$29.00**

CASUAL

For occasional use during the day, evenings and weekends.

- Monthly Access Fee - Two year service contract (V25) **\$36.00**
- 45 prime time minutes **Included**
- 60 non-prime time minutes **Included**
- Prime time minutes (after your included 45 minutes) **.38**
- Non-prime time minutes (after your included 60 minutes) **.18**
- One year option - Monthly Access Fee (V20) **\$40.00**

ADVANTAGE

For use during evenings and weekends, with a great prime time rate.

- Monthly Access Fee - Three year service contract (V30) **\$39.95**
- 600 non-prime time minutes **Included**
- Prime time minutes **.35**
- Non-prime time minutes (after your included 600 minutes) **.05**

FREEDOM

For moderate use during the day, evenings and weekends.

- Monthly Access Fee - Two year service contract (V35) **\$59.00**
- 150 prime time minutes **Included**
- 150 non-prime time minutes **Included**
- Prime time minutes (after your included 150 minutes) **.32**
- Non-prime time minutes (after your included 150 minutes) **.10**
- One year option - Monthly Access Fee (V36) **\$64.00**

SAVER

For moderate to high use during the day, evenings and weekends.

- Monthly Access Fee - Two year service contract (V40) **\$99.00**
- 300 prime time minutes **Included**
- 300 non-prime time minutes **Included**
- Prime time minutes (after your included 300 minutes) **.29**
- Non-prime time minutes (after your included 300 minutes) **.10**
- One year option - Monthly Access Fee (V41) **\$109.00**

SUPER SAVER

For high use during the day, evenings and weekends.

- Monthly Access Fee - Two year service contract (V45) **\$159.00**
- 600 prime time minutes **Included**
- 600 non-prime time minutes **Included**
- Prime time minutes (after your included 600 minutes) **.29**
- Non-prime time minutes (after your included 600 minutes) **.10**
- One year option - Monthly Access Fee (V46) **\$169.00**

CALLING FEATURES

FLEXPHONE™

PER MONTH

One person, one number, multiple phones.

Get the flexibility of up to three phones by adding FlexPhone service to your existing Cellular One phone.

- Two Phone Service **Additional \$17.95**
- Three Phone Service **Additional \$29.95**

MESSAGE PLUS®

\$5.95

Message Plus answers your phone when you can't. Callers hear your personal greeting and may leave a message up to 3 minutes long. If you use a pager, you can be notified when you have messages waiting.

DETAILED BILLING

\$3.00

Provides an itemized listing of all calls made to and from your cellular phone, detailing length, date, time and cost.

"ON CALL PLUS" INSURANCE

\$2.00

Protects your phone from loss due to theft, vandalism or accidental damage. Available exclusively for subscribing Cellular One customers. To purchase call 1-800-228-2539.

(*On Call Plus" is provided by Alexander & Alexander Insurance. Monthly fee added to your Cellular One bill)

CALL WAITING

\$1.50

Allows you to answer a second call while placing your first call on hold. Like having two lines!

CALL FORWARDING

\$1.50

Automatically forwards your call to another number, so you're always in touch.

NO ANSWER TRANSFER

\$1.50

If you're unable to answer a call within 5 rings, it will automatically be transferred to a number you have chosen.

THREE-PARTY CONFERENCE

\$1.50

Allows you to add a third caller to a conversation already in progress.

CALLING FEATURE PACKAGE

\$3.00

Get Call Waiting, Call Forwarding, No Answer Transfer and Three-Party Conference features for one low price! (50% Discount)

MR. RESCUE®

\$2.00

24 hour emergency roadside service is available exclusively to subscribing Cellular One customers.

(Roadside service is provided by Rural Rescue, Inc. aka Mr. Rescue)

CALL RESTRICTION FEATURES

\$1.50 each

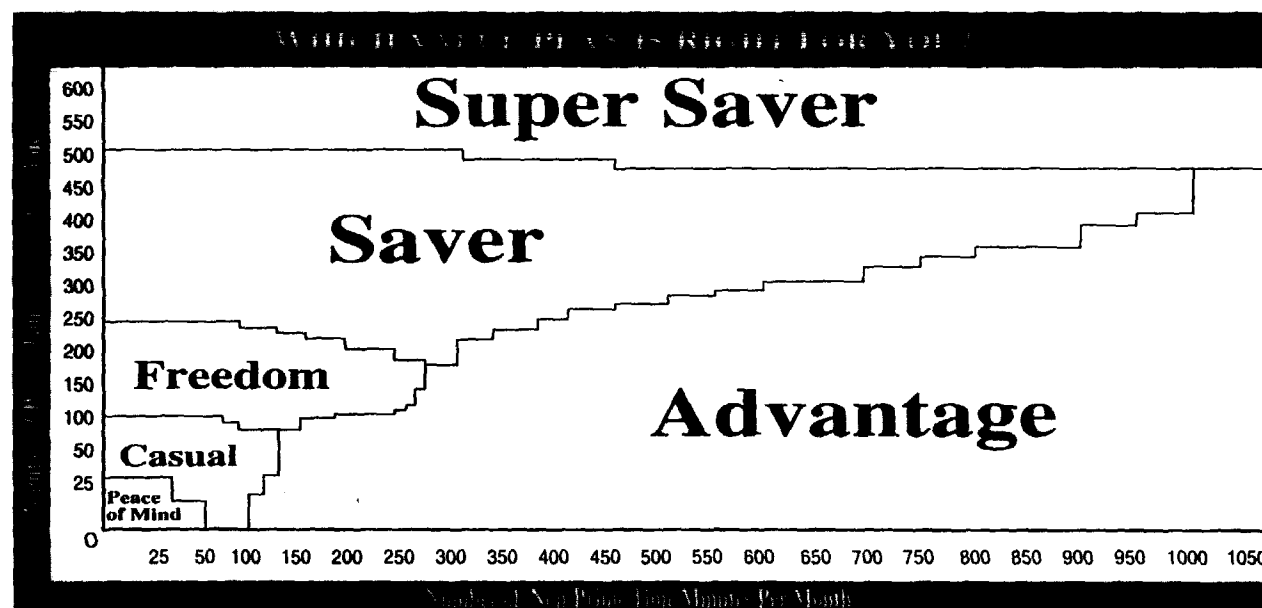
Local Calls Only, Mobile-to-Mobile Only, Local 11-Digit Calls Only, Incoming Calls Only

OTHER INFORMATION

- Activation Fee (one time charge on first month's bill) **\$35.00**
- Prime Time Hours: 7a.m. - 9p.m., Mon. - Fri.
- Non-Prime Time Hours: 9p.m. - 7a.m., Mon. - Fri., All day Sat. & Sun., and some holidays

- Long distance and roaming charges are not included in value plans.
- Early termination fees apply.
- A 12 cent interconnection charge applies to all calls.
- Customer is eligible to change value plan after six months of service.
- Your first bill may include pro-rated subscription fee and minutes (both included and billed) depending upon the billing cycle which you are placed

V11/95 150M



STEP INTO THE FUTURE.

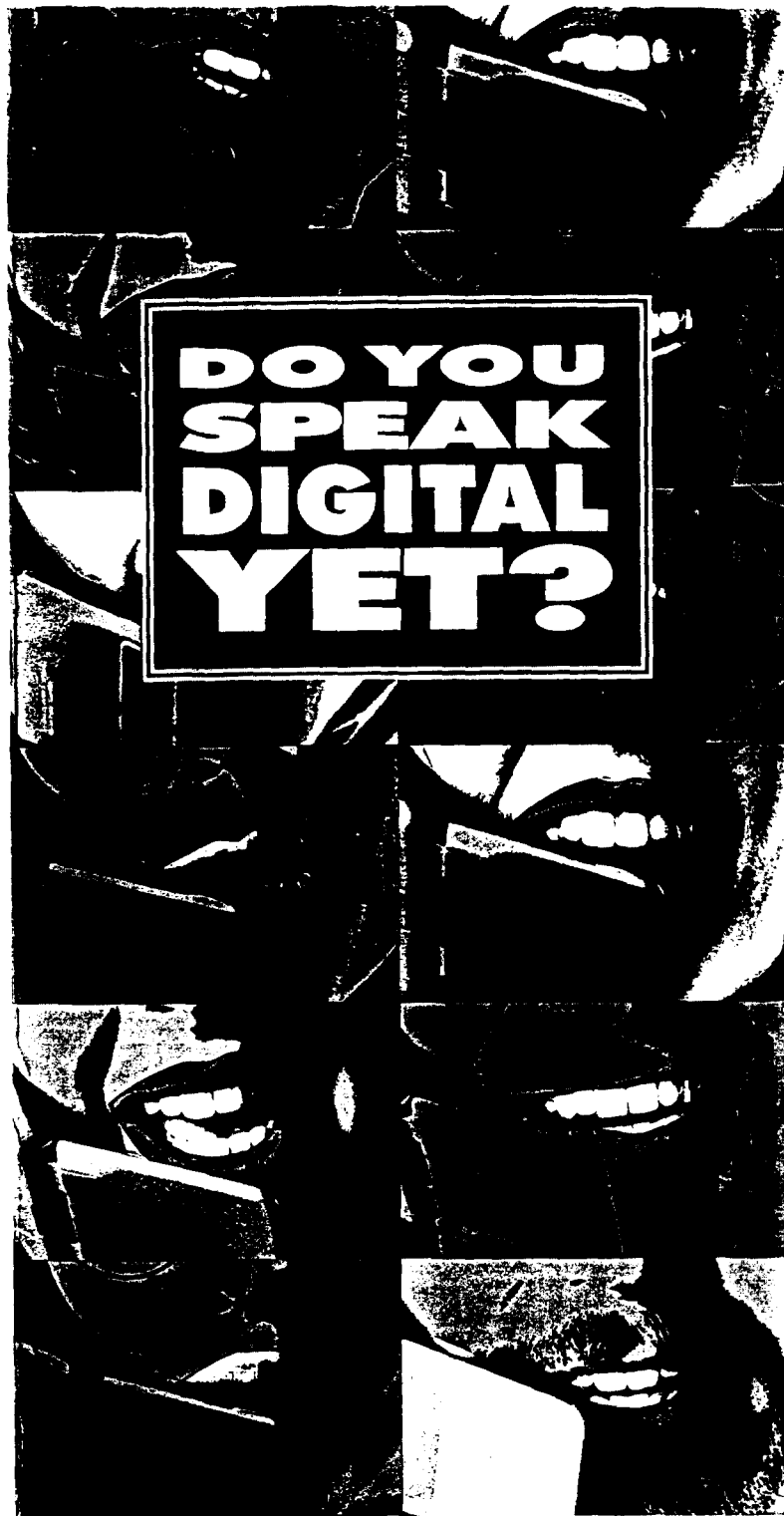
All over the world, in all walks of life, more and more people will be speaking digital. At Cellular One we're proud to be the first to offer you that service right here. Right now.

And what we've told you here is only half the story. Digital technology paves the way for other useful services to come. Among them, data and fax machine capability, caller ID and an authentication feature to help prevent fraud.

Think there's digital in your future? You could be right. To find out more, talk with your Cellular One salesperson. Or call 1-800-CELL-ONE for more information.

CELLULAR ONE

Clearly Better.



**DO YOU
SPEAK
DIGITAL
YET?**

Digital technology's not just somewhere on the horizon anymore. It's everywhere. Just look around you.

And now, for the first time in the Baltimore/Washington area, you can talk and listen digitally on your cellular phone.

AND HERE FIRST FROM
**CELLULAR ONE:
DIGITAL EDGE.**

And who would you expect to bring you digital service? Who else but Cellular One?

CELLULAR ONE. FIRST AGAIN.

A decade ago, we were the first independent company in the nation to commercially offer cellular telephone service. In 1989, we introduced a new technology called E-AMPS which expanded our system capacity by over 20%.

Then, in 1992, using state-of-the-art AT&T equipment, we were the first cellular system in this area to convert to a completely digital-ready network.

Now, using AT&T-manufactured equipment once again, we're adding to our track record. Introducing DIGITAL EDGE—Cellular One's digital service.

THE DIFFERENCE DIGITAL MAKES.

Cellular phones play an indispensable role in everyday life in the 1990s. But what exactly does digital technology bring to the table?

Static meets its match. Since digital transmission only recognizes and converts variations in the human voice, static is virtually eliminated. Voices come

through loud and clear. Background noise isn't just reduced, it's virtually eliminated. So is cross-talk.

Capacity times three. Ultimately, digital technology will triple the size of the cellular phone information highway. So, as we convert,

more room will be freed up for more of your important calls. Resulting in more calls going through faster. On the first try. And fewer calls being dropped.

Pssst, what about privacy? Again, since your voice is digitally processed, it's less likely that anyone could eavesdrop on your conversations.

A LITTLE TECH TALK.

Keeping the technical language to a minimum, the digital process works like this: You speak into your cellular phone. Your voice is then broken down into a code consisting of nothing but zeros and ones. Those numbers are sent over the digital network. When received, the coded voice, and only the coded voice, is reassembled into your recognizable voice. All in a matter of a few milliseconds.

Despite the fact that most cellular systems are moving toward digital, the transition won't happen overnight. So the current analog technology will be around for years to come.

And rest assured, your analog phone will operate perfectly well with the new enhanced cellular system. This should put to rest any concerns you may have about compatibility between our old and new systems.